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STEVEN M BROWN
KRISTEN L GETTING

OF COUNSEL
THOMPSON BENNETT
JOHN T PETERS, JR.
VINCENT T EARLY
(1922 - 2001)
JOSEPH J BURGIE
(1926 - 1992)

April 22, 2004

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Tennessee Telephone Service, LLC
d/b/a Freedom Communications, LLC
d/b/a Freedom Communications USA, LLC

Dear Sir:

In accordance with the request of Staff member Joe Werner, enclosed for filing with the Regulatory Authority, please find an original and thirteen (13) copies of the above captioned corporation's responses to the TRA's data request as follows:

1. Attached as **Attachment A**, please find a written statement confirming the filing of the application for a license to do business in the State of Tennessee as Tennessee Telephone Service, LLC d/b/a Freedom Communications, LLC d/b/a Freedom Communications USA, LLC.
2. A rider to the Bond currently on file at the TRA stating the name as stated in the application; Tennessee Telephone Service, LLC d/b/a Freedom Communications, LLC d/b/a Freedom Communications USA, LLC is attached hereto as **Attachment B**.
3. A copy of the company's Articles of Organization is attached as **Attachment C**.
4. Applicant will not require external funding to execute the current business plan. Applicant will seek additional funding from current shareholders if necessary.
5. The Applicant agrees to follow and abide by all Tennessee Regulatory Rules specifically 1220-4-8- 02 through 1220-4-8-.04.

6. Pre-filed sworn testimony describing Freedom's financial, technical and managerial ability to provide telecommunications services in the State of Tennessee is attached hereto as **Attachment D**.
7. A written statement from the Applicant verifying that Tennessee Telephone Service, LLC d/b/a Freedom Communications, LLC d/b/a Freedom Communications USA, LLC has not had any complaints filed against it with any state or federal regulatory agencies appears as **Attachment E**.
8. Tennessee Telephone Service, LLC d/b/a Freedom Communications, LLC d/b/a Freedom Communications USA, LLC will file a Tariff subsequent to the approval of the initial application.

In addition, enclosed is a duplicate copy of this letter. Please date-stamp the duplicate and return it to me in the enclosed stamped, self-addressed envelope.

Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.



Patrick D. Crocker
PDC/ren

Enclosures

Attachment A

Serving Lawyers Since 1905 . . . Corporate Representatives in Every State

JAMES A. CURRAN
JOSEPH J. COLLOPY
TERESA MAGEE

IRA S. PIMM, JR
CONSULTANT

Corporation Guarantee and Trust Company

TWO GREENWOOD SQUARE, SUITE 110
3331 STREET ROAD, BENSALEM, PA 19020
TELEPHONES (800) 563-6131 • (215) 633-8144
FAX (215) 633-8160

~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~
E-MAIL info@cgtco.com

April 22, 2004

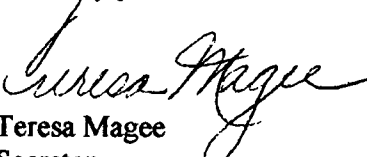
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RE: TENNESSEE TELEPHONE SERVICE, LLC
t/a FREEDOM COMMUNICATIONS USA, LLC

To Whom It May Concern:

Please be advised that the Application for Registration of Assumed Limited Liability Company Name was submitted to the Department of State on April 20, 2004, for filing. Copy of the Application is enclosed

Cordially yours,


Teresa Magee
Secretary

TM/t

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR REGISTRATION
OF ASSUMED
LIMITED LIABILITY COMPANY NAME

For Office Use Only

Pursuant to the provisions of § 48-207-101 (d) of the Tennessee Limited Liability Company Act, the undersigned Limited Liability Company hereby submits this application

1 The true name of the Limited Liability Company is TENNESSEE TELEPHONE SERVICE, LLC

2. The state or country of organization is Tennessee

3 The Limited Liability Company intends to transact business under an assumed Limited Liability Company name

4 The assumed Limited Liability Company name the Limited Liability Company proposes to use is
FREEDOM COMMUNICATIONS USA, LLC

NOTE: The assumed Limited Liability Company name must meet the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act.

4/1/2004
Signature Date

CEO
Signer's Capacity

TENNESSEE TELEPHONE SERVICE, LLC
Name of Limited Liability Company

Matthew T. Davis
Signature

MATTHEW T. DAVIS
Name (typed or printed)

Attachment B



P.O. Box 3967
Peoria, Illinois 61612-3967
(309) 692-1000

RIDER

TO BE ATTACHED TO AND FORM PART OF BOND NO. RSB-213311

It is hereby mutually agreed and understood by the Principal,

Tennessee Telephone Service, LLC

and RLI Insurance Company that the

Name of the Principal

(Identify item(s) to be changed)

on this bond has/have been changed to the following:

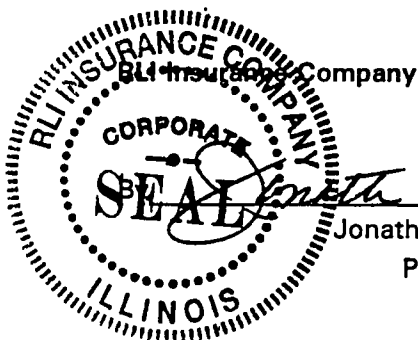
Tennessee Telephone Service, LLC, d/b/a/ Freedom Communications, LLC,

d/b/a/ Freedom Communications, USA, LLC

Nothing contained herein shall vary, alter, waive or extend any of the terms, limits, or conditions of the bond, except as set forth above.

This Rider becomes effective on the 12 day of April, 2004, at twelve and one minute o'clock a.m., Standard Time.

Signed this 12 day of April, 2004.



Jonathan E. Michael
Jonathan E. Michael
President

Attachment C

State of Tennessee



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

ARTICLES OF
ORGANIZATION
(LIMITED LIABILITY COMPANY)

For Office Use Only

FILED

The undersigned acting as organizer(s) of a Limited Liability Company under the provisions of the Tennessee Limited Liability Company Act, § 48-205-101, adopts the following Articles of Organization.

1. The name of the Limited Liability Company is:

Tennessee Telephone Service, LLC

(NOTE: Pursuant to the provisions of § 48-207-101, each limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

(Name) Bart W. Howard
(Street Address) 201 Skyline Drive (City) Dickson TN 37055 (State/Zip Code)
(County) Dickson

3. List the name and complete address of each organizer of this Limited Liability Company.

(Name) Bart Howard 201 Skyline Drive Dickson, TN 37055 (Include Street Address, City, State and Zip Code)
(Name) Janet Howard 201 Skyline Drive Dickson, TN 37055 (Street Address, City, State and Zip Code)
(Name) (Street Address, City, State and Zip Code)

4. The Limited Liability Company will be: (NOTE: PLEASE MARK APPLICABLE BOX)

☐ Board Managed ☒ Member Managed

5. Number of members at the date of filing 2

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:
Date , Time (Not to exceed 90 days.)

7. The complete address of the Limited Liability Company's principal executive office is:

(Street Address) 201 Skyline Drive (City) Dickson, TN 37055 (State/Country/Zip Code)

8. Period of Duration. Perpetual

9. Other Provisions:

2/4/2000
Signature Date

Signer's Capacity

Bart W. Howard
Signature (manager or member authorized to sign by the Limited Liability Company)
BART W. HOWARD
Name (typed or printed)

Attachment D

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN THE MATTER OF THE APPLICATION
OF TENNESSEE TELEPHONE SERVICE,
LLC D/B/A FREEDOM COMMUNICATIONS,
LLC D/B/A FREEDOM COMMUNICATIONS
USA, LLC FOR A CERTIFICATE TO
PROVIDE COMPETING LOCAL
TELECOMMUNICATION SERVICES
AND INTEREXCHANGE SERVICES**

PRE-FILED TESTIMONY OF MATT DAVIS

I, Matt Davis, do hereby testify as follows in support of the application of Tennessee Telephone Service, LLC, d/b/a Freedom Communications, LLC, d/b/a Freedom Communications USA, LLC ("Freedom") for a Certificate of Convenience and Necessity as a competing telecommunications services provider to provide telecommunication services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My name is Matt Davis. My business address is Tennessee Telephone Service, LLC, d/b/a Freedom Communications, LLC, d/b/a Freedom Communications USA, LLC, 201 Skyline Drive, Dickson, TN 37055. My position is CEO of Freedom.

Q: Please briefly describe your duties.

A: I oversee all company aspects

Q: Please describe your business experience and educational background.

A: I have over ten years experience in the financial services industry during which time I served as an officer with PFIC Securities Corporation. In May of 2000, I started EruComp, Inc. which hosts a web-based subscription service that gives 3rd through 8th grade students practice for the year-end tests federally mandated by the No Child Left Behind Act. I received a B.A. in Finance from the University of Notre Dame.

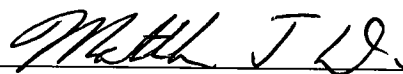
- Q: Are all statements in Freedom's Application true and correct to the best of your knowledge, information and belief?
- A: Yes, to the best of my knowledge, information and belief all statements in Freedom's Application are true and correct.
- Q: Please describe the current corporate structure of Freedom.
- A: Freedom is a limited liability company under the laws of the State of Tennessee.
- Q: Does Freedom possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?
- A: Yes, Freedom possesses the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority.
- Q: Please describe Freedom's financial qualifications.
- A: As evidence of Freedom's financial qualifications and resources to offer telecommunications services in Tennessee, we submit financial information in Exhibit F.
- Q: Please describe Freedom's managerial and technical qualifications.
- A: The senior management of Freedom has great depth in the telecommunications industry and offer extensive technical and managerial expertise to Freedom pertaining to the telecommunications business. In evidence of managerial and technical qualifications we submit Exhibit D, which includes the biographies of Freedom's key officers.
- Q: What services will Freedom offer?
- A: Freedom's initial line of local services will be comparable to that currently offered by the incumbent LECs. Initially, Freedom plans to offer basic access line service, Optional Calling Features, Directory Assistance, Directory Services, and Operator Services, as well as all services required under Chapter 1220-4-8-.04 (3) (b) and (c).
- Q: Will Freedom offer service to all consumers within its service area?
- A: Yes, Freedom will offer service to all consumers within its service area. Freedom intends to market to business and residential customers.

- Q: Will the granting of a certificate of convenience and necessity to Freedom serve the public interest?
- A: Yes, the public will benefit both directly, through the use of the competitive services to be offered by Freedom and indirectly, because Freedom's presence in Tennessee will increase the incentive for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Granting of a certificate of convenience and necessity to Freedom will further enhance the service options available to Tennessee citizens.
- Q: Does Freedom intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?
- A: Yes, Freedom intends to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service.
- Q: Has any state ever denied Freedom or one of its affiliates authorization to provide intrastate service?
- A: No, Freedom has not ever been denied authority to provide intrastate service by any State or jurisdiction.
- Q: Has any state ever revoked the certification of Freedom or one of its affiliates?
- A: No, Freedom's certification has not ever been revoked in any state or jurisdiction.
- Q: Has Freedom or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?
- A: Freedom has not ever been investigated or sanctioned by any regulatory authority for service or billing irregularities.
- Q: Who is knowledgeable about Freedom's operations and will serve as Freedom's regulatory and customer service contact?
- A: Janice Cauthern.
- Q: Please explain in detail Freedom's proposed procedures for responding to information requests from the TRA and its staff.
- A: Freedom's attorney or company staff will respond to information requests from the TRA and its staff.

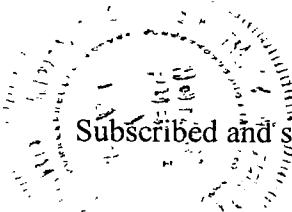
Q: Does this conclude your testimony?

A: Yes it does.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Matt Davis
CEO
Tennessee Telephone Service, LLC
d/b/a Freedom Communications, LLC
d/b/a Freedom Communications USA, LLC

Subscribed and sworn to me this 16th day of MAY, 2004.

Notary Public Sheryl J. Quisenberry
State of TN
County of Dickson
My commission expires 3-22-05

Attachment E



201 Skyline Drive
P O Box 1995
Dickson, TN 37056

April 16, 2004

Dear Sir or Madam

This letter is to verify that Tennessee Telephone Service, LLC d/b/a Freedom Communications USA, LLC has not had any complaints filed against it with any state or federal regulatory agencies

Sincerely,

A handwritten signature in black ink, appearing to read "Matthew T. Davis". The signature is fluid and cursive.

Matthew T Davis
CEO
Freedom Communications USA